

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS, HOUSTON DIVISION

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Galveston Bay Operating Company, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 81-3982619

4. Debtor's address

<p>Principal place of business</p> <p><u>708 Main Street, 10th Floor</u> <u>Houston, TX 77002</u> Number, Street, City, State & ZIP Code</p> <p><u>Harris</u> County</p>	<p>Mailing address, if different from principal place of business</p> <p>_____ P.O. Box, Number, Street, City, State & ZIP Code</p> <p>Location of principal assets, if different from principal place of business</p> <p>_____ Number, Street, City, State & ZIP Code</p>
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5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **Galveston Bay Operating Company, LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2111**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

This case is related to and involves the assets from:

In re Galveston Bay Energy, LLC, Case No. 16-31923-DRJ (Bankr. S.D. Tex., April 13, 2016)

If more than 2 cases, attach a separate list.

District **Southern District, Texas**When **4/13/2016**Case number **16-31923**

District

When

Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **Galveston Bay Properties, LLC**

Relationship

Affiliate

Southern District of Texas, Houston Division

District

When **11/01/19**

Case number, if known

Debtor **Galveston Bay Operating Company, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Galveston Bay Operating Company, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 1, 2019**
MM / DD / YYYY

X

Signature of authorized representative of debtor

Title **President****Andrey Platunov**

Printed name

18. Signature of attorney

X

/s/ Kell C. Mercer

Signature of attorney for debtor

Date **November 1, 2019**

MM / DD / YYYY

Kell C. Mercer

Printed name

Kell C. Mercer, P.C.

Firm name

**1602 E. Cesar Chavez Street
Austin, TX 78702**

Number, Street, City, State & ZIP Code

Contact phone **(512) 627-3512**Email address **kell.mercer@mercerc-law-pc.com****Tex. Bar No. 24007668**

Bar number and State

Fill in this information to identify the case:

Debtor name **Galveston Bay Operating Company, LLC**
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS,
 HOUSTON DIVISION**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and
 Are Not Insiders**
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Alliance Energy Services, LLC PO Box 999 Larose, LA 70373						\$66,962.90
Alliance Offshore LLC PO Box 999 Larose, LA 70373						\$106,593.33
Archrock Services, LP 9807 Katy Freeway, Suite 100 Houston, TX 77024-1276			Disputed Subject to Setoff			\$254,073.85
Baywater Drilling, LLC 668 South Hollywood Road Houma, LA 70360						\$205,798.42
Crescent Drilling Foreman, Inc. 2400 Veterans Memorial Blvd., Suite 110 Kenner, LA 70062						\$58,213.76
CTI Fishing & Completions, Inc. PO Box 10360 Liberty, TX 77575						\$41,637.53
Eminent Oilfield Services 1244 Wall Road Broussard, LA 70518						\$40,388.60
Energy Fishing & Rental Services, Inc. PO Box 116587 Atlanta, GA 30368						\$94,873.49

Debtor **Galveston Bay Operating Company, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Fairfield North America 594 Sawdust Road, Suite 378 Spring, TX 77380						\$50,000.00
Haliburton 4375 S. Loop 1604 E Elmendorf, TX 78112						\$149,821.16
Holmes Road Recycling Company, Inc. 2820 Holmes Road Houston, TX 77051						\$36,333.33
Integrity Energy Solutions 116 Diamond Creek Drive Broussard, LA 70518-5322						\$40,904.19
Oilfield Instrumentation PO Box 51902 Lafayette, LA 70505-1902						\$35,302.71
Patterson Rental Tools 1081 Aillet Road Broussard, LA 70518						\$43,273.87
Peninsula Marine Inc. P.O. Box 501 Port Bolivar, TX 77650-0501						\$135,796.30
Quality Energy Services Inc. PO Box 3190 Houma, LA 70361						\$111,236.65
Rogue Industrial Group, LLC PO Box 1794 Montgomery, TX 77356						\$42,119.57
USA Compression PO Box 974206 Dallas, TX 75397-4206						\$40,451.61
Wellhead Control Products 501 N. Richey Street Pasadena, TX 77506						\$58,947.54

Debtor **Galveston Bay Operating Company, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Wood Group PSN, Inc. 5430 N. Hwy 146 Baytown, TX 77523						\$40,563.59

Fill in this information to identify the case:Debtor name Galveston Bay Operating Company, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS, HOUSTON DIVISION

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets--Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 1, 2019

X

Signature of individual signing on behalf of debtor

Andrey Platunov

Printed name

President

Position or relationship to debtor

United States Bankruptcy Court
Southern District of Texas, Houston Division

In re **Galveston Bay Operating Company, LLC**

Debtor(s)

Case No.
Chapter**11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Clow Partners 27660 Central Drive Los Altos, CA 94022	Member	20.163%	Member
Grace Oil Investments LLC 5027 S. 136th Ave., Unit 605 Tulsa, OK 74134	Member	39.72%	Member
Petroleum Investments, LLC 605 W. 42nd Street, Apt 33F New York, NY 10036	Member	18.21%	Member
Polk Family Petroleum LP c/o Kelsea Polk 1111601 Shadow Creek Drive Manor, TX 78653-3892	Member	14.037%	Member
Prospect Oil Company, LLC c/o Walter H. Walne 4900 Woodway, Suite 975 Houston, TX 77056-1860	Member	2.630%	Member
Rubicon Resources, LLC Attn: Pat Robinson 3968 Reagan Lane Robstown, TX 78380	Member	2.630%	Member
Westwood Energy, Inc. c/o James Linnemann 5632 O'Connor Ct. Irving, TX 75062-3781	Member	2.630%	Member

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **November 1, 2019**Signature **/s/ Andrey Platunov**
Andrey Platunov

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Southern District of Texas, Houston Division

In re **Galveston Bay Operating Company, LLC**

Debtor(s)

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Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Galveston Bay Operating Company, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Clow Partners
27660 Central Drive
Los Altos, CA 94022

Grace Oil Investments LLC
5027 S. 136th Ave., Unit 605
Tulsa, OK 74134

Petroleum Investments, LLC
605 W. 42nd Street, Apt 33F
New York, NY 10036

Polk Family Petroleum LP
c/o Kelsea Polk
1111601 Shadow Creek Drive
Manor, TX 78653-3892

☐ None [*Check if applicable*]

November 1, 2019

Date

/s/ Kell C. Mercer Tex. Bar No.

Kell C. Mercer

Signature of Attorney or Litigant

Counsel for **Galveston Bay Operating Company, LLC**

Kell C. Mercer, P.C.

1602 E. Cesar Chavez Street

Austin, TX 78702

(512) 627-3512

kell.mercer@mercerc-law-pc.com

**WRITTEN CONSENT RESOLUTIONS
OF MEMBERS AND MANAGER**

of

GALVESTON BAY OPERATING COMPANY LLC

October 31, 2019

In lieu of a meeting, the below signed Members and Managers of Galveston By Operating Company LLC (the “**Company**”) do hereby approve and adopt the following consent resolutions as authorized by Sections 4.9 and 5.13 of the Amended and Restated Company Agreement of the Company:

RESOLVED, that in the judgment of the Members and the Managers, it is desirable and in the best interests of the Company, its creditors, members and other interested parties, that the Company be authorized and empowered to file, at such time as it is deemed necessary by the appropriate officer of the Company, a petition for relief (the “Petition”) under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”); and it is further

RESOLVED, that Andrey Platunov, the President and a Manager of the Company, is hereby authorized, directed and empowered, on behalf of and in the name of the Company, (i) to execute and verify the Petition and cause the Petition to be filed with the Bankruptcy Court and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper and necessary to effect any of the foregoing; and it is further

RESOLVED, that Andrey Platunov, the President and a Manager of the Company, is authorized, directed and empowered, on behalf of and in the name of the Company, to execute, verify and file or cause to be filed all other reasonable and customary applications, schedules, lists, motions and other papers and documents; and it is further


RESOLVED, that Andrey Platunov, the President and a Manager of the Company, is hereby authorized, directed and empowered to open any new bank accounts, as needed, to be designated as "Debtor-in-Possession" bank accounts pursuant to the filing of the petition under Chapter 11 of the Bankruptcy Code, and to include Andrey Platunov, the President of the Company, as the signing party on such accounts, as representative of the Company; and it is further

RESOLVED, that effective October 23, 2019, Andrey Platunov, the President and a Manager of the Company, is authorized, directed and empowered to retain on behalf of the Company, Kell C. Mercer and the law firm of Kell C. Mercer, P.C. and Chris Adams and the law firm of Okin Adams, LLC, each as bankruptcy counsel, to represent the Company in the aforesaid Chapter 11 bankruptcy case and all other related matters in

connection therewith and such other terms and conditions as the officers shall deem advisable; and it is further

RESOLVED, that Andrey Platonov, the President and a Manager of the Company, is authorized and empowered, for and on behalf of the Company, to execute and file all such instruments and documents, to make all payments, to enter into all agreements and to do or cause to be done all acts and things that may be necessary or appropriate to carry out the purposes of the foregoing consent resolutions.

Consenting Managers:



Andrey Korkunov, Manager



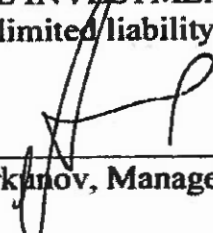
Mikhail Reznikov, Manager



Andrey Platonov, Manager

Consenting Members:

GRACE OIL INVESTMENTS LLC
a Delaware limited liability company

By: 

Andrey Korkunov, Manager

PETROLEUM INVESTMENTS LLC
a Delaware limited liability company

By: 

Mikhail Reznikov, Manager

United States Bankruptcy Court
Southern District of Texas, Houston Division

In re **Galveston Bay Operating Company, LLC**

Debtor(s)

Case No.
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11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **November 1, 2019**


Andrey Platinov/President
Signer/Title